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Delaware

The First State

FILED *llg*
Secretary of State
State of California *llg*

SEP 23 2019

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GRIN, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "GRIN TECHNOLOGIES INC." UNDER THE NAME OF
"GRIN TECHNOLOGIES INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2019,
AT 2:10 O'CLOCK P.M.



7573979 8100M
SR# 20197169752

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

Authentication: 203647626
Date: 09-23-19

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 02:10 PM 09/23/2019
 FILED 02:10 PM 09/23/2019
 SR 20197169752 - File Number 7573979

CERTIFICATE OF MERGER OF
 GRIN, INC., a California corporation
 WITH AND INTO

GRIN TECHNOLOGIES INC., a Delaware corporation

Pursuant to Section 252(c) of the
 General Corporation Law of the State of Delaware

Grin Technologies Inc., a Delaware corporation ("*Grin Delaware*"), does hereby certify to the following facts relating to the merger (the "*Merger*") of Grin, Inc., a California corporation ("*Grin California*"), with and into Grin Delaware, with Grin Delaware remaining as the surviving corporation of the Merger (the "*Surviving Corporation*");

FIRST: The name and state of incorporation of each of the constituent corporations are as follows:

A. Grin Technologies Inc., a Delaware corporation; and

B. Grin, Inc., a California corporation.

SECOND: An Agreement and Plan of Merger, dated September 23, 2019, has been approved, adopted, certified, executed and acknowledged by Grin Delaware and Grin California in accordance with the provisions of subsection (c) of Section 252 of the DGCL.

THIRD: The name of the Surviving Corporation shall be Grin Technologies Inc.

FOURTH: Upon the effectiveness of the Merger, the certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of Grin Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of Grin Delaware, the Surviving Corporation, at 120 K St. Floor 3 Sacramento, CA 95811.

SIXTH: A copy of the executed Agreement and Plan of Merger will be furnished by Grin Delaware, the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.

SEVENTH: The authorized capital stock of Grin California is 2,200,000 shares of Common Stock, no par value, and 783,019 shares of Preferred Stock, no par value, all of which are designed "Series Seed Preferred Stock".

EIGHTH: The Surviving Corporation is a corporation formed and existing under the laws of Delaware.

NINTH: This Certificate of Merger shall become effective upon filing.

D1531373

IN WITNESS WHEREOF, Grin Delaware has caused this Certificate of Merger to be executed by its duly authorized officer on September 23, 2019.

GRIN TECHNOLOGIES INC.

By: /s/ Brandon Brown
Brandon Brown, Chief Executive Officer